

HELM

FINANCIAL CORPORATION

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VIA AIR COURIER

April 14, 1997

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION No. 20157-A

APR 15 10 45 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

RE: Termination of Lease of Railroad Equipment dated as of March 20, 1997
("Termination of Lease") by Helm-Atlantic Associates Limited Partnership.

Dear Mr. Williams:

On behalf of Helm-Atlantic Associates Limited Partnership, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination of Lease by Helm-Atlantic Associates Limited Partnership.

In connection with the recording of the Termination of Lease, please note the following information:

Name and Address of Lessor: Helm-Atlantic Associates Limited Partnership
c/o Helm Atlantic Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Chicago, Central & Pacific Railroad Company
402 East 4th Street
P.O. Box 1800
Waterloo, IA 50704

Equipment: Twelve (12) Locomotives (See attached Schedule A to the Termination of Lease for reporting marks and numbers.)

Previous ICC Filing: Memorandum of Locomotive Lease Agreement filed on June 27, 1996 under Recordation No. 20157.

Please file the Termination of Lease as a supplementary document and return one (1) endorsed original to my attention. A check covering the filing fee of \$24.00 is enclosed.

Sincerely,

P. Hapin

Patrick Hapin
Document Administrator

/ph
Enclosures (2)

APR 15 '97

10-45 AM

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of March 20, 1997 by HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor").

1. **Recitals.** Lessor entered into the Locomotive Lease Agreement dated as of April 18, 1995, as amended by Amendment No. 3 dated as of February 13, 1996, (the "Lease") with Chicago, Central & Pacific Railroad Company, an Iowa corporation, with respect to the twelve (12) locomotives described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation Number 20157 filed on June 27, 1996 at 12:40 p.m.


The Lease was terminated on June 30, 1996. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name on the date indicated below its signature.

HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP

By: Helm Atlantic Corporation
its General Partner

By: 

Title: President

Date: 3/24/97

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On March 24, 1997, before me, Emma S. Ortega - Notary Public
personally appeared David R. Eckles, President of HELM ATLANTIC
CORPORATION,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

SCHEDULE A

THE UNITS

Equipment Description:

Eight (8), GP38 EMD, four axle, 2000 horsepower, diesel electric locomotives equipped with dynamic braking.

Unit Number:

HATX 105
HATX 106
HATX 107
HATX 108
HATX 111
HLCX 3613
HLCX 3614
HLCX 3617

ADDITIONAL UNITS:

Equipment Description:

Four (4), EMD GP38AC, four axle, diesel electric, 2000 horsepower locomotives.

Unit Numbers:

HLCX 3675
HLCX 3678
HLCX 3679
HLCX 3681